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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

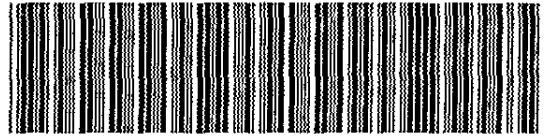
(Business Entity Name)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN JUN 12 2003

June 6, 2003

FEDERAL EXPRESS

Florida Secretary of State
Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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2003 JUN -9 AM 9:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Starboard Media Foundation, Inc.

Ladies and Gentlemen:

Enclosed for filing on behalf of Starboard Media Foundation, Inc. are the following:

1. Application by Foreign Not-for-Profit Corporation to Conduct its Affairs in Florida;
2. Application for Registration of Fictitious Name; and
3. Our check in the amount of \$120 to cover the requisite filing fees.

Please acknowledge receipt of the enclosed filings by signing or stamping the enclosed "Receipt Copy" of this letter and returning it to the undersigned in the self-addressed, stamped envelope provided.

If you have any questions or need additional documentation, please contact the undersigned.

Sincerely,



Margaret Stanley
Paralegal
Direct Dial: 612.492.7634
Email: mstanley@fredlaw.com

ms/#28112111
Enclosures
Cc. Jody Lueck (w/enclosures)

Attorneys & Advisors / 4000 Pillsbury Center
main 612.492.7000 / 200 South Sixth Street
fax 612.492.7077 / Minneapolis, Minnesota
www.fredlaw.com / 55402-1425

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Starboard Media Foundation, Inc.
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Margaret Stanley
(Name of Person)

Fredrikson & Byron
(Firm/Company)

400 Pillsbury Center, 200 South Sixth Street
(Address)

Minneapolis, MN 55402-1425
(City/State and Zip Code)

For further information concerning this matter, please call:

Margaret Stanley at (612) 492-7634
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee \$78.75 Filing Fee & Certificate of Status \$78.75 Filing Fee & Certified Copy \$87.50 Filing Fee, Certificate of Status & Certified Copy

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TALLAHASSEE, FLORIDA

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Starboard Media Foundation, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. Wisconsin 3. 39-2003067
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 8/15/00 5. Perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. _____
(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.185, F.S.)

7. 2300 Riverside Drive, Green Bay, WI 54301
(Principal office address)

P.O. Box 10707, Green Bay, WI 54307-0707
(Current mailing address)

8. Operation of nonprofit broadcast system and related activities
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: NRAI Services, Inc.

Office Address: 526 East Park Avenue

Tallahassee, Florida 32301
(City) (Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

Jackie Sorman
Assistant Secretary

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached

Address:

Vice Chairman:

Address:

Director:

Address:

Director:

Address:

B. OFFICERS

President: See attached

Address:

Vice President:

Address:

Secretary:

Address:

Treasurer:

Address:

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Jody M. Lueck
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jody M. Lueck, Director of Finance and Administration
(Typed or printed name and capacity of person signing application)

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

**DIRECTORS & OFFICERS
OF
STARBOARD MEDIA FOUNDATION, INC.**

NAME	OFFICE/TITLE	MAILING ADDRESS
Mark Follett	CEO	2300 Riverside Drive Green Bay, WI 54301
Sherry Brownrigg	President	2300 Riverside Drive Green Bay, WI 54301
Robert Atwell	Treasurer	2300 Riverside Drive Green Bay, WI 54301
Margaret R. Snorek	Secretary	2300 Riverside Drive Green Bay, WI 54301
Jody M. Lueck	Director of Finance and Administration	2300 Riverside Drive Green Bay, WI 54301
John Cavil	Board Member	2300 Riverside Drive Green Bay, WI 54301

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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOM
180 181 185

United States of America
State of Wisconsin



DEPARTMENT OF FINANCIAL INSTITUTIONS

To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

STARBOARD MEDIA FOUNDATION, INC.

is a domestic corporation organized under the laws of this state and that its date of incorporation is August 15, 2000.

I further certify that said corporation has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921 or 181.1622, Wis. Stats., and that it has not filed articles of dissolution.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed the official seal
of the Department on June 4, 2003.

RAY ALLEN, Administrator
Division of Corporate & Consumer Services
Department of Financial Institutions

BY: *Robert Harris*